

1 A. This was a precursor to budget
2 discussions as I recall.

3 Q. You mention it was a pleasure meeting
4 with Mr. Thompson. Would this letter have gone
5 after one of the quarterly meetings?

6 A. Yes.

7 Q. Would Mr. Thompson have gotten any
8 information about the proposed changes prior to
9 the meeting?

10 A. I don't recall.

11 Q. I want you to look briefly back at
12 Exhibits 2 and 3 again. If you'll notice,
13 Exhibit 2 was sent to Mr. Thompson at his home in
14 Washington, Exhibit 3 was sent to Mr. Lokting at
15 his offices in Portland, and Exhibit 4 was sent
16 to Mr. Thompson at the corporate headquarters in
17 Portland. Is there any reason why the different
18 correspondence was sent to different locations?

19 A. I think it was just an incorrect
20 address in a file that my secretary had. I don't
21 recall which one of these letters, but one of
22 them was eventually returned to us and had to be
23 re-sent to Mr. Thompson at the correct address.

24 Q. Have you ever been instructed whether
25 you're to send correspondence to Mr. Thompson

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1 directly or through his counsel, Mr. Lokting?

2 A. Yes.

3 Q. And who are you to send correspondence
4 to?

5 A. I received a letter from Mr. Lokting
6 fairly recently instructing me to send
7 correspondence to him directly.

8 Q. Do you need approval from anybody at
9 Comcast prior to sending correspondence?

10 A. No.

11 Q. Does anyone on your staff correspond in
12 any way with either Mr. Lokting or Mr. Thompson?

13 A. Not generally.

14 Q. Have they in the past?

15 A. I believe there have been cases where
16 there has been direct contact.

17 Q. Would your employee have to go through
18 you prior to contacting Mr. Thompson or
19 Mr. Lokting?

20 A. Those are my instructions, yes.

21 MR. WEBER: Thank you, Mr. Dombroski,
22 that's all the questions I have.

23 MR. GURMAN: I have a few for you.

24 EXAMINATION BY COUNSEL FOR
25 AMERICAN CELLULAR NETWORK CORP.

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1 BY MR. GURMAN:

2 Q. What type of switch does the Wilmington
3 office have at the present date?

4 A. A Motorola EMX 2500.

5 Q. And does that switch have the
6 capability to discretely turn on or shut down
7 certain cell sites?

8 A. Yes.

9 Q. While keeping others on the air
10 obviously?

11 A. Yes.

12 Q. To your knowledge is that a feature of
13 all contemporary switches?

14 A. Yes.

15 Q. How long would it take, for example, if
16 Comcast gave you an order to turn off all the
17 cell sites in the Dover market?

18 A. Ten to 15 minutes.

19 Q. What sort of a routine would you have
20 to go through?

21 A. Well, it depends on who I got that
22 request from, but I would typically contact Jeff
23 Smith just to discuss the matter with him,
24 probably talk with Don Harris, president of the
25 company. And, if there was agreement to proceed,

1 we would make a phone call to the switching site
2 and it would be a matter of a few minutes when
3 the sites were off the area.

4 Q. Is there some sort of a program that
5 you would have to go through or what is the
6 process?

7 A. The details of how to do it?

8 Q. Yes, in lay terms.

9 A. Sure. I'm not familiar with the
10 details, but people who are familiar with it type
11 in commands to a computer, hit the return key,
12 and the system would begin to take processors out
13 of service and shut the sites down.

14 Q. How long would it take to turn the
15 Atlantic City cells down as compared to the Dover
16 cells, any difference?

17 A. Same amount of time.

18 Q. Same process?

19 A. Yes.

20 Q. If Atlantic City had a stand-alone
21 switch just serving that market alone and the
22 system were operated as an island, how long would
23 it take to shut down the Atlantic City cells,
24 would the process be any different?

25 A. Same process.

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1 Q. Same time?

2 A. Yes.

3 Q. From strictly a technical point of
4 view, do you perceive any technical loss of
5 control over the operation of specific cell
6 sites; namely, the ability to turn cells on or
7 off or to add channels when a switch covers
8 multiple markets as opposed to a single market?

9 A. No, the process is the same.

10 Q. What is a cell group manager?

11 A. That's a physical interface in the
12 Motorola EMX 2500 that provides signaling and
13 voice connectivity between the switch and the
14 cell site.

15 Q. In the Wilmington switch, is there a
16 separate cell group manager governing the Dover
17 and Wilmington markets?

18 A. No, there are multiple cell group
19 managers.

20 Q. Is there a separate cell group manager
21 for the Atlantic City market?

22 A. Yes.

23 Q. In terms of the cell sites in Comcast
24 markets, is there a procedure for access? This
25 is not Atlantic City, just Comcast markets, is

1 there a procedure for access to the cell sites,
2 does somebody hold the keys, or what sort of
3 security clearance might be involved?

4 A. There are keys for each one of the cell
5 sites. There are master keys that serve large
6 areas. The keys are issued to individual cell
7 site technicians who have responsibility for
8 sites so that they have access. There's a
9 duplicate key kept locked in each one of our
10 facilities in case the need for emergency access
11 comes up. And the master keys are in the
12 possession of the director of operations.

13 Q. And, if the chairman of the board of
14 Comcast wanted to visit a cell site, could he
15 simply go to a cell site and have access to it?

16 A. No.

17 Q. What sort of procedure would he have to
18 follow?

19 A. He would have to get in contact with --
20 typically with me. And I could make arrangements
21 for him to have access to a site, escorted by one
22 of our technicians who would have the key. And
23 there's also a security procedure when the site
24 door is opened, it causes an alarm to be
25 generated that would be typically interpreted as

1 a break-in unless the person entered a code and
2 called back to the control center to let them
3 know who was on-site.

4 Q. During your tenure at Metrophone, to
5 your knowledge could the chairman of the board or
6 any of the nontechnical officers, nonengineering
7 officers of Metrophone have access to any -- this
8 is pre-Comcast, access to any of the cell sites?

9 A. No.

10 Q. Was a similar sort of procedure in
11 place?

12 A. Yes.

13 Q. What was your position with Metrophone,
14 your exact title?

15 A. Vice-president of engineering and
16 operations.

17 Q. And how long were you at Metrophone?

18 A. About four years.

19 Q. In terms of site access, the procedures
20 you just described within Comcast, are they any
21 different with respect to Atlantic City?

22 A. No, same procedures.

23 Q. If Mr. Thompson or Mr. Lokting were to
24 instruct you or wish to have access to a
25 particular cell site, what sort of procedure

1 would come into play?

2 A. I would arrange for one of the site
3 technicians to escort them to the site and give
4 them access.

5 Q. Are you aware of any recent occasion
6 where Mr. Lokting or Mr. Thompson visited the
7 Wilmington switch site?

8 A. Yes.

9 Q. When?

10 A. During the last quarterly meeting.

11 Q. And what transpired?

12 A. As I recall, during the meeting, they
13 had asked to visit the switch location; and we
14 made arrangement for them to have access. I did
15 not accompany them to Wilmington.

16 Q. Did Comcast recently make a decision to
17 change its switch in Wilmington?

18 A. Yes.

19 Q. And why did it make that decision?

20 A. We made that decision based on
21 economics. And also we believe that the new
22 vendor we have selected provides a platform
23 that's designed for the future of cellular as
24 opposed to the existing platform that we're
25 using.

1 Q. Who is that new vendor?

2 A. AT&T.

3 Q. And can you briefly describe what you
4 perceive the advantages are of using one versus
5 the other?

6 A. The AT&T switching system has a very
7 long-term evolution plan. It is a platform that
8 is deployed worldwide. On the radio base station
9 portion of the system, the AT&T platform supports
10 multiple access technologies including amps,
11 CDMA, and TDMA, and from our perspective provides
12 us with a great deal of flexibility that we don't
13 have with the current platform.

14 Q. That's the Motorola switch?

15 A. Yes.

16 Q. Were you involved and to what extent in
17 the engineering, planning, and the ultimate
18 decision to make this change?

19 A. I was involved extensively.

20 Q. Do you know if Mr. Thompson was
21 presented with any options in terms of the
22 switching for Atlantic City?

23 A. Yes, he was.

24 Q. Do you know specifically what those
25 options were from a technical point of view?

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1 A. Yes. There were three options
2 presented I believe. One was to continue to
3 operate the existing Motorola EMX 2500 switch in
4 Wilmington and the existing Motorola cell sites
5 in Atlantic City. The other was to provide for a
6 smaller version of the Motorola EMX 2500 located
7 elsewhere other than the Wilmington switching
8 office and continue to operate the existing
9 Motorola base stations in Atlantic City. And the
10 third option was to change out the Atlantic City
11 base stations to AT&T Series 2 and connect them
12 to a 5 ESS switch in Wilmington, Delaware.

13 Q. Do you know which option Mr. Thompson
14 ultimately selected?

15 A. He selected to go with the AT&T.

16 Q. And when is that changeover expected to
17 occur?

18 A. The current schedule has the changeover
19 occurring on the weekend of July 14, 1995.

20 Q. Will the new switch afford the same
21 capability as the Motorola switch in terms of
22 discretely turning cells off and on that we
23 discussed before?

24 A. Yes.

25 Q. Previously you described some

1 frustration in that all of your engineering
2 proposals to Mr. Thompson are not necessarily
3 accepted or implemented in the time period that
4 you would like. Are all of your engineering
5 proposals to Comcast with respect to its markets
6 accepted?

7 A. No.

8 Q. Are there times that you cannot
9 implement plans and recommendations in the time
10 frame that you might like at Comcast?

11 A. Yes.

12 Q. Referring back to Dombroski Exhibit 2,
13 what was the ultimate disposition of the Port
14 Republic and Seaville sites?

15 A. I believe Mr. Thompson executed both of
16 those agreements.

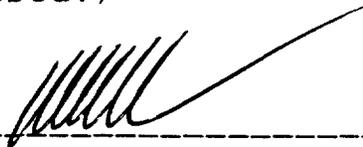
17 MR. GURMAN: No further questions.

18 MR. WEBER: Nothing further.

19 (Thereupon, at 11:10 a.m., the taking
20 of the instant deposition ceased.)

21

22



Signature of the Witness

23

24

25 SUBSCRIBED AND SWORN to before me this 2/14

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day of
June 1995

Cynthia V. Sylvester
NOTARY PUBLIC

My Commission Expires

NOTARIAL SEAL
CYNTHIA V. SYLVESTER, Notary Public
Wayne, Chester County
My Commission Expires April 19, 1997

STOLL STOLL BERNE LOKTING & SHLACHTER P.C.

LAWYERS

GARY M. BERNE
TIMOTHY W. HELTZEL
STEVE D. LARSON
DAVID A. LOKTING
ROBERT A. SHLACHTER
N. ROBERT STOLL

*ALSO MEMBER OF CALIFORNIA BAR
*ALSO MEMBER OF WASHINGTON BAR

VIA MESSENGER

AL - general
1
BY *[Signature]*
TIMOTHY S. DEJONG*
ALLEN FIELD
ALISON K. GREENE*
PHILIP S. GRIFFIN*
KEITH A. KETTERLING
SANDRA L. KOHN
ROXANNE A. LEIDHOLDT
DAVID C. REES

February 10, 1995

Ray Dombrowski
Comcast Cellular Communications, Inc.
480 East Swedesford Road
Wayne, Pennsylvania 19087-1867

Re: Ellis Thompson Corporation/Atlantic City

Dear Ray:

I have enclosed the lease documents for the Port Republic/Blakes Lane site and the Mentzer/Seaville site. I have retained one copy of both agreements.

For your future reference, it would be simpler if you would send all original documents to be signed by Mr. Thompson to my office. In addition, these documents refer to the lessee as "Ellis Thompson Corporation, an Oregon corporation, dba Comcast Metrophone." Comcast Metrophone is not an assumed business name of Ellis Thompson Corporation. As you know, Comcast merely provides management services to Ellis Thompson Corporation and should not be referenced in any way as a party to the agreements. I am sure this is just an oversight. We have noted the deletion.

In addition, I am returning to you the FCC consent documents, and extension agreements.

Very truly yours,

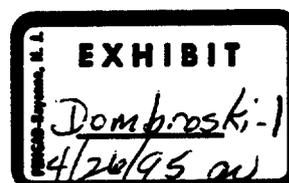
[Signature: David A. Lokting]

David A. Lokting

DAL:lf

c: Jeff Smith
Jeff Thompson

26484.1 6070 02



AM 146942

Comcast Cellular
Communications, Inc.
180 East Swedesboro Road
Wayne, PA 19087-1667
610-995-5000



AC - D'Angelo +
21
RECEIVED
5/1/95
Gene

February 6, 1995

Mr. Ellis Thompson
ELLIS THOMPSON CORPORATION
3806 Northwest McCann Road
Vancouver, WA 98685-1130

Dear Mr. Thompson:

During our meeting on December 5 you asked that we continue site acquisition activities for sites which you may anticipate constructing in 1995. You also asked that we would advise you when lease negotiations reached a point where agreements for these new sites would be executed. Accordingly, I have taken the liberty of enclosing copies of the agreements for both the Seaville and Port Republic sites.

We would appreciate your approval and execution of these agreements at your earliest possible convenience, since we are hoping to have the required permits for Port Republic in early February, and we are going to zoning this week for Hammonton, with anticipated approvals by the second week of March. A pre-addressed Federal Express envelope is enclosed to expedite return of the documents.

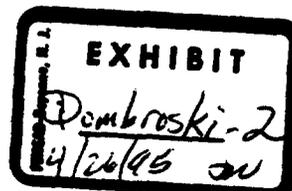
If you have any questions, I can be reached at 610-995-3749. I look forward to hearing from you in the near future.

Sincerely,

R. E. Dombroski
Vice President, Engineering & New Technology

/s/alc
sea&prep

cc: D. Lokting
J. Smith



AM 146946

Comcast Cellular
Communications, Inc.
490 East Swedestord Road
Wayne PA 19087-1667
215 975-5900



July 28, 1994

David A. Lokting, Esq.
STOLL STOLL BERNE & LOKTING P.C.
209 Southwest Oak Street
Portland, Oregon 97204

Dear Mr. Lokting:

Enclosed is a lease agreement for a cellular site in Tuckahoe, Cape May County, New Jersey. The site is badly needed to improve coverage on several state highways and portions of the Garden State Parkway.

Please review this and have it executed by Ellis Thompson. If you have any questions or would like to discuss this further, please call me on 610-995-3749.

Thank you for your help in this matter.

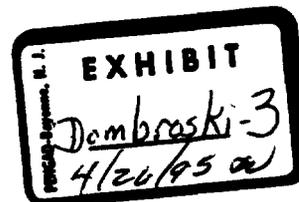
Sincerely,

A handwritten signature in black ink, appearing to read 'R. E. Dombroski', with a long, sweeping horizontal line extending to the right.

R. E. Dombroski
Vice President, Engineering & New Technology

RED:blc
tuckagr

cc: Ellis Thompson (w/o attach)
[Redacted]
John Simon (w/o attach)



AM 143941

Comcast Cellular
Communications, Inc.
480 East Swedestord Road
Wayne, PA 19087-1867
610-975-5000

Atlantic City - General
REDFILE



September 13, 1994

Mr. Jeff Thompson
ELLIS THOMPSON CORPORATION
5406 North Missouri
Portland, Oregon 97217

Dear Mr. Thompson:

It was a pleasure meeting with you, Mrs. Thompson, and Mr. Lokting today. As you requested, enclosed is a coverage plot for the changes to the Atlantic City system that we had proposed today. Also, I've enclosed a map to make it easier to understand the coverage implications of these changes.

We will prepare a smaller coverage plot and send that as soon as possible.

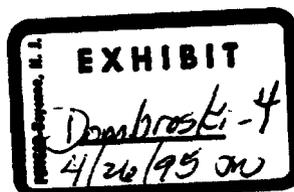
Please call if you have any questions.

Sincerely,

R. E. Dombroski
Vice President, Engineering & New Technology

RED:blc
acplot

~~Jeff Smith~~
Anne Hillman



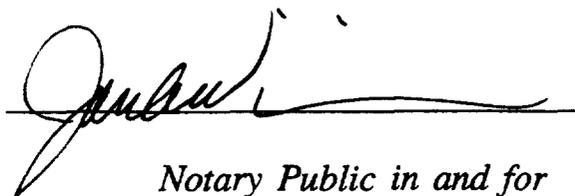
AM 143939

CERTIFICATE OF REPORTER

UNITED STATES OF AMERICA) ss.:

DISTRICT OF COLUMBIA)

I, JAN A. WILLIAMS, the officer before whom the foregoing deposition was taken, do hereby certify that the witness whose testimony appears in the foregoing deposition was duly sworn by me; that the testimony of said witness was taken by me to the best of my ability and thereafter reduced to typewriting under my direction; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this deposition was taken, and further that I am not a relative or employee of any attorney or counsel employed by the parties thereto, nor financially or otherwise interested in the outcome of the action.



*Notary Public in and for
the District of Columbia*

My commission expires: 03-31-97

ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 04/27/95
 Case Name: In Re: Ellis Thompson Corporation
 Case Number: 14261-CL-P-134-A-86
 Dep. Date: 04/26/95
 Deponent: Anna E. Hillman
 Place: Washington, D.C.

CORRECTIONS:

<u>Page</u>	<u>Line</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
6	22	...acting...	...accounting...	Clarification
14	19	Yeah.	Yes.	Clarification
15	17	...We may have had the same...	...We had the same...	Clarification
17	19-20	I think that we've agreed to lower it a percent or two.	I think that we've agreed to lower the management fee percentage a percent or two.	Clarification
19	9	...specific.	...specific one.	Clarification
20	25	Uh-huh.	Yes.	Clarification
25	14	Yeah,...	Yes,...	Clarification

ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 04/27/95
Case Name: In Re: Ellis Thompson Corporation
Case Number: 14261-CL-P-134-A-86
Dep. Date: 04/26/95
Deponent: Anna E. Hillman
Place: Washington, D.C.

CORRECTIONS:

<u>Page</u>	<u>Line</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
27	5-6	You know, he reviews the information, asks questions, suggests, you know, possible alternatives.	He reviews the information, ask questions, suggests possible alternatives.	Clarification
30	23	...we used to call him.	...we call him.	Clarification
36	10	...over 25,000...	...over \$25,000...	Clarification
36	13	100,000...	\$100,000...	Clarification
36	22	100,000...	\$100,000...	Clarification
36	25	25,000?	\$25,000?	Clarification
37	10	5,000,...	\$5,000,...	Clarification
38	4	...so the bills can fall...	...so the bills may fall...	Clarification

ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 04/27/95
 Case Name: In Re: Ellis Thompson Corporation
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 Deponent: Anna E. Hillman
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CORRECTIONS:

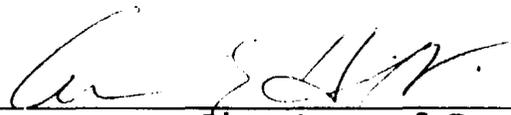
<u>Page</u>	<u>Line</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
46	19	Comcast vice president...	Comcast senior vice president...	Clarification
55	11	Uh-huh.	Yes.	Clarification
56	18	Yeah...	Yes...	Clarification
59	25	...was I think a million eight or a million nine and...	...was I think one million eight hundred thousand or one million nine hundred thousand and...	Clarification
60	2	...limit is 2.9 million...	...limit is \$2.9 million	Clarification
65	7	...did not seek 20,000 anymore?	...did not seek \$20,000 anymore?	Clarification
66	11	...to do work on this also.	...to do work on the cellular system.	Clarification

ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 04/27/95
Case Name: In Re: Ellis Thompson Corporation
Case Number: 14261-CL-P-134-A-86
Dep. Date: 04/26/95
Deponent: Anna E. Hillman
Place: Washington, D.C.

CORRECTIONS:

<u>Page</u>	<u>Line</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
71	20	Yeah...	Yes...	Clarification



Signature of Deponent
April 30, 1995

Date of Signature

1 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

2 WASHINGTON, D.C. 20554

3 CC DOCKET NO. 94-136

4 - - - - - X

5 In re Application of :

6 ELLIS THOMPSON : File No.

7 CORPORATION : 14261-CL-P-134-A-86

8 - - - - - X

9 Washington, D.C.

10 Tuesday, April 25, 1995

11 Deposition of ANNA E. HILLMAN, a
12 witness herein, called for examination by counsel
13 for Federal Communications Commission in the
14 above-entitled matter, pursuant to agreement, the
15 witness being duly sworn by JAN A. WILLIAMS, a
16 Notary Public in and for the District of
17 Columbia, taken at the offices of Gurman, Kurtis,
18 Blask & Freedman, Suite 500, 1400 16th Street,
19 N.W., Washington, D.C., 20036, at 1:00 p.m.,
20 Tuesday, April 25, 1995, and the proceedings
21 being taken down by Stenotype by JAN A. WILLIAMS
22 and transcribed under her direction.

23
24
25

1 head.

2 A. Okay.

3 Q. And, if you don't understand a
4 question, just ask me to reask it or to explain
5 further what I'm asking you.

6 A. Okay.

7 Q. Did you do anything to prepare for this
8 deposition?

9 A. Yes, I did.

10 Q. And what did you do?

11 A. I met with Lou Gurman.

12 Q. Did you review any documents?

13 A. Yes, my -- the correspondence files
14 that pertain to me.

15 Q. What is your business address?

16 A. 480 East Swedesford Road in Wayne,
17 Pennsylvania, 19087, it's Comcast Cellular
18 Communications.

19 Q. And what is your educational
20 background?

21 A. I have an undergraduate degree in
22 acting from Villanova University and a master's
23 in business administration from Villanova.

24 Q. What is your current occupation?

25 A. I am senior vice-president of finance

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1 and marketing, Dave Watson; and anything in the
2 finance area would be me. We each copy each
3 other and communicate with each other on things
4 so that we each know what's going on.

5 MR. WEBER: I would like this exhibit
6 marked as Hillman Exhibit 1.

7 (Hillman Exhibit No. 1 was
8 marked for identification.)

9 BY MR. WEBER:

10 Q. Have you seen this document before?

11 A. I'm not sure about the front part of
12 it, but the back, the switching agreement and the
13 amendments, I have.

14 Q. If you'll notice, there are stamped
15 numbers down at the bottom. Can you tell us what
16 you have not seen before?

17 A. I said I'm not sure. Page 21.

18 Q. You mean the numbers up at the top?

19 A. ~~Yeah~~ Yes

20 Q. You have seen the amendment that starts
21 on page 144287 down at the lower right-hand
22 corner?

23 A. Yes, I have.

24 Q. Can you tell us what this is?

25 A. This is the management agreement.

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1 Q. Do you know the circumstances which led
2 to this agreement being entered into?

3 A. I had just started with the company
4 right about that time.

5 Q. There is another amendment which starts
6 at page 144295. Do you recognize that document,
7 that amendment?

8 A. Yes.

9 Q. Can you tell us what this amendment is?

10 A. This reduces the management fee
11 percentage.

12 Q. Can you tell us the circumstances that
13 led to this amendment being entered into?

14 A. I think I do remember this. The
15 management fee that was negotiated by the prior
16 owners was higher, it was, I don't know, 15
17 percent or something. We ~~may have~~² had the same
18 high rates for other businesses that we were
19 managing, but it was renegotiated for a lower
20 rate.

21 Q. And by prior owners who do you mean?

22 A. Amcell.

23 Q. And owners of what?

24 A. Of the company that owned the cellular
25 licenses in North Jersey and the Delaware region

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